

CIRCOR INTERNATIONAL INC  
 Form 4  
 February 25, 2016

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Sharma Arjun

2. Issuer Name and Ticker or Trading Symbol  
 CIRCOR INTERNATIONAL INC  
 [CIR]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 30 CORPORATE DR., SUITE 200  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/23/2016

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 \_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
 VP, Business Development

BURLINGTON, MA 01803-4238  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_X\_ Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |                                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3)                  | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A)   | (D) | Date Exercisable          | Expiration Date | Title        | Amount or Number of Shares |
|-----------------------------|------------------------------|------------------|------------|--|------|---|-------|-----|---------------------------|-----------------|--------------|----------------------------|
| Restricted Stock Unit       | \$ 0                         | 02/23/2016       | 02/23/2016 | A  |      |   | 1,029 |     | 03/23/2017 <sup>(1)</sup> | 02/23/2026      | Common Stock | 1,029                      |
| Restricted Stock Unit (MSP) | \$ 0                         | 02/23/2016       | 02/23/2016 | A  |      |   | 54    |     | 02/23/2019 <sup>(2)</sup> | 02/23/2026      | Common Stock | 54                         |
| Stock Options               | \$ 38.89                     | 02/23/2016       | 02/23/2016 | A  |      |   | 8,406 |     | 02/23/2017 <sup>(3)</sup> | 02/23/2023      | Common Stock | 8,406                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| Sharma Arjun<br>30 CORPORATE DR.<br>SUITE 200<br>BURLINGTON, MA 01803-4238 |               |           | VP, Business Development |       |

## Signatures

/s/ Alan J. Glass,  
attorney-in-fact  
02/25/2016

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The grant of Restricted Stock Units (RSUs), reported herein, entitles the Reporting Person to receive shares of the issuer common stock in equal installments of one-third of the original RSU grant on either (i) the annual vesting of the grant or (ii) upon the conclusion of such longer deferral period as the Reporting Person may elect in advance. In either occurrence, (i) or (ii), the RSUs automatically convert into shares of common stock on a one-for-one basis at no conversion cost to the Reporting Person.
- (2) This Restricted Stock Units (RSUs) grant is issued pursuant to a provision of the issuer Management Stock Purchase Plan (MSPP) whereby certain executives may make an advance election to receive RSUs in lieu of a specified percentage or dollar amount of that executives annual incentive cash bonus under the bonus plan applicable to the executive. The RSUs are issued in whole units at a 33% discount from fair market value of the issuers common stock on the date the underlying bonus is determined and generally vest 3 years from the date of the grant, at which time the RSUs convert into shares of common stock on a one-for-one basis unless the executive previously elected a longer deferral period.
- (3) The options generally vest in equal annual installments of one-third of the original stock option grant over a three year period from award date. The options convert into shares of common stock on a one-for-one basis.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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